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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1237.
FILED, DECEMBER 28th. 1964.

TEXORE MINES LIMITED
Full corporate name of Company

Incorporated under the Ontario Companies Act by Letters Patent dated May 29, 1943; Supplementary Letters Patent issued March 6, 1951, and August 14th, 1964

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1154.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Underwriting and optioning of treasury shares see item 6 below (11) acquisition of working option relating to mining lands referred to in item 11 and Schedule "A" hereto annexed. See Schedule "A" on pages 2 and 3.
2. Head office address and any other office address.	Room 2019A, 44 King Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	MARK G. SMERCHANSKI. President and Director, 102 Hansart Bvld., Winnipeg, Manitoba, has been a Consulting Geologist, self-employed. W. R. SALTER, Q. C., Vice-President and Director, 496 Russell Hill Road, Toronto, Ontario, has been senior partner in the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto. C. R. SCHULTZ, Secretary-Treasurer and Director, 8 Shady Oak Crescent, Don Mills, Ontario, has been a Mining Executive and Secretary of Davidson Securities Limited. BASIL FILARDI JR., Director, 40 Church Street, White Plains, New York, has been a partner in the firm of Filardi & Caruso, Attorneys, White Plains, New York. J. D. REILLY, Q. C., Director, 8 Sunnydene Crescent, Toronto, Ontario, has been a partner in the firm of Salter, Reilly, Jamieson & Apple.
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 5,000,000 shares without par value of which 1,300,752 are presently issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has entered into an agreement dated December 21st, 1964 with Davidson & Company, 25 Adelaide Street West, Toronto, Ontario, acting solely on behalf of its clients referred to in item 7, providing for the firm sale of 200,000 shares of the capital stock of the Company for the sum of $90,000. payable within 3 business days of the date of acceptance for filing of this Filing Statement, such date of acceptance being hereinafter referred to as the "effective date." Pursuant to said agreement Davidson & Company acting solely on behalf of its clients referred to in item 7, have been granted an option to purchase 800,000 additional shares of the Company as follows:- 200,000 shares at 45¢ per share exercisable within 3 months of the effective date; 200,000 shares at 50¢ per share exercisable within 6 months of the effective date; 200,000 shares at 60¢ per share exercisable within 9 months of the effective date and 200,000 shares at 70¢ per share exercisable within 12 months of the effective date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6, Davidson & Company was acting solely on behalf of World Explorations Limited, 917 Vancouver Block, 736 Granville Street, Vancouver, British Columbia. The only person having a greater than 5% interest in World Explorations Limited is Archie MacGillivray of the same address.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to carry out development work on the Lorne Township properties optioned to it and as referred to in Schedule "A" all in implementation of the recommendations contained in the accompanying Report of H. A. Pearson, dated November 21, 1964. The first stage of this work is estimated to cost $15,000. Work is also planned on the Coppell Township project referred to in Schedule "A" the same to consist of completion of geophysical work and diamond drilling. Monies will also be used for general administrative expenses. See Schedule "A" on pages 2 and 3.
10. Brief statement of company's chief development work during past year.	During the past year the Company carried out geophysical work on claims at Oxford Lake optioned to it and which option has been dropped. Some 2,375 feet of drilling was carried out on the property as was geological mapping. A geophysical survey was carried out on the Reid Township claims owned by the Company. The Company carried out a general exploration program in Geary Township, Ontario, consisting of surface prospecting, line cutting and geophysical work but the project was dropped when nothing of economic significance was encountered. With respect to the joint venture with Texmont Mines Limited in Coppell Township, see Schedule "A", an electro-magnetic geophysical survey has been carried out over conductors indicated by an airborne geophysical survey done in 1958, diamond drilling is projected to commence shortly. See Schedule "A" on pages 2 and 3.

This is Schedule "A" referred to
in the annexed Filing Statement

The Company has entered into an Agreement dated December 22nd ,1964 with Lucky Strike Explorations Limited (hereinafter referred to as "Lucky Strike") 510 West Hastings Street, Vancouver, British Columbia, whereunder Lucky Strike has transferred to the Company all of its rights under a certain agreement (the "Monteith Agreement") dated December 18th, 1964 between Lucky Strike and G. K. Monteith, 25 Adelaide Street West,Toronto, Ontario, and Gordon Leliever, Streetsville, Ontario, (hereinafter referred to as the "Optionors"). The Monteith Agreement relates to a working option on three groups of contiguous properties held under work option and the terms whereof may be summarized as follows:

(a) Agreement dated December 1, 1964 between John Pisspanen, Martii Piispanen and Martha Helin all of R.R.#1, Worthington, Ontario, and Gordon Leliever respecting the mineral rights to Parcels 9686, 9687 and 9783, District of Sudbury West Section and recorded in the Land Titles Office at Sudbury and unpatented mining claims S126029 and S126030. This Agreement calls for an initial payment of $2,000 with ensuing option payments totalling $18,000 payable as follows: $5,000 by March 24, 1965; $5,000 by September 24, 1965; and $8,000 by December 24, 1965.

(b) Agreement dated December 8,1964 between Ellen M. Luopa, R. R.#1 Worthington, Ontario and G. K. Monteith respecting the mineral rights to some 75 acres of land in the N½ W½ Lot 6, Concession IV Township of Lorne. This agreement calls for payments of $500 by January 1,1965 and $5,500 by June 1,1965 and the issuance of 50,000 shares in a company which acquires the properties, 90% of said shares to be escrowed.

(c) Agreement dated December 8,1964 between John Emil Turpeinen and G. K. Monteith respecting the mineral rights to Parcels 9685 and 9690 District of Sudbury West Section. This agreement calls for payment of $1,000 by January 1, 1965, $5,000 by June 1,1965 and $5,000 by December 1,1965 and the issuance of 100,000 shares in a company which acquires the properties, 90% of said shares to be escrowed.

The Monteith Agreement calls for payment to the Optionors of $3,500 (which has been paid by Lucky Strike) and the firm commitment to pay $6500 by January 8,1965. The Optionors in turn are committed to make the initial payment of $2,000 payable under the agreement summarized above as (a). To fully exercise the option granted by the Monteith Agreement option payments are required to be made as follows to the Optionors.

$10,000 by March 1, 1965, $10,000 by September 1, 1965 and $30,000 by December 1, 1965 and the issuance to the Optionors for their own account of 200,000 shares of a company which acquires all of the aforegoing properties, 90% of said shares to be escrowed. As payments are made to the Optionors as above set forth, they are required to make the payments falling due under the agreement summarized in item (a) above but the Company is required to make ensuing payments under the agreements summarized in items (b) and (c) above. In consideration of the assignment to the Company by Lucky Strike, the Company has agreed to reimburse it for the $3,500 paid to the Optionors and to issue to Lucky Strike if the options are fully exercised, 450,000 shares of the Company which acquires the properties, 90% of said shares to be escrowed. The total initial cash payment required of the Company is accordingly $11,500 disbursed as to $3,500 to Lucky Strike Explorations Limited as above set forth; $6,500 to Messrs. Monteith and Leliever; $1,000 to Mr. Turpeinen (paragraph (c) above) and $500 to Mrs. Luopa (paragraph (b) above)

Summary

If the Company fully exercises its option, the following reflects the

recipients of cash and shares in a new company to be formed.

Name of Party:	Cash Received:	Shares Received:
John Piispanen, Martii Piispanen and Martha Helin	$ 20,000	100,000
Ellen M. Luopa	6,000	50,000
John Emil Turpeinen	11,000	100,000
G. K. Monteith and Gordon Leliever	40,000	200,000
Lucky Strike Explorations Limited	nil	450,000
	$ 77,000	900,000

If the option is fully exercised, the Company itself will not acquire the various properties but will cause a new company to be formed, which will issue the above shares and issue additional shares to the Company.

In addition Lucky Strike has agreed to give to the Optionors a call valid until March 1st, 1965 entitling them to purchase all or any part of 15,000 shares of the company which acquires by assignment the rights of Lucky Strike under the Monteith Agreement, with the result that the Optionors will have a call on 15,000 shares of the Company at 45¢ per share. This is an obligation of Lucky Strike and is not in any way assumed by the Company.

COPPELL TOWNSHIP PROJECT

Pursuant to an Agreement dated October 8, 1964 (the "Development Agreement") the Company and Texmont Mines Limited (the "Developers") have been granted exclusive explorational rights by Algoma-Talisman Minerals Limited ("Algoma-Talisman") in and to Coppell Township, in the Province of Ontario, the mineral rights thereto having an area of some 23,154 acres. These explorational rights under the Development Agreement, granted in consideration of the payment of $5,000 by each of the Developers to Algoma-Talisman extended until October 31, 1967 and the Developers have agreed that by that date they will have expended not less than the sum of $50,000 in carrying out development work. The Development Agreement defines a "mineral discovery property" as being one designated by description in a Report by an Engineer or Geologist stating that in the writer's opinion development work on a portion of Coppell Township has served to outline a mineral discovery property on which the writer recommends the carrying out of further development work and/or the instalment of mining equipment and plant of a minimum total cost of not less than $400,000. At any time during the explorational period, the Developers may cause a new company to be formed to acquire a mineral discovery property which new company shall issue 900,000 shares of its capital stock as fully paid and non-assessable, of which 500,000 shares shall accrue to Algoma-Talisman with the remaining 400,000 shares being divided between the Developers. The new company shall also issue to the Developers the maximum number of additional shares of its capital stock as fully paid and non-assessable as may be permitted by the Ontario Securities Commission and/or like regulatory bodies where applicable, said shares to be issued to the Developers in compensation of monies expended in carrying out development work on Coppell Township prior to the transfer of a mineral discovery property to a new company. The Development Agreement also contains miscellaneous operative provisions including the stipulation for the escrowing of shares to be issued by a new company as aforesaid, all in accordance with Security Commission practice.

FINANCIAL STATEMENTS

TEXORE MINES LIMITED

SUITE 2019A - 44 KING STREET WEST
TORONTO 1, ONTARIO

HEAD OFFICE

TELEPHONE
368-9802

BALANCE SHEET

December 18th, 1964

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-A S S E T S-

Cash	$ 19,153.82	
Funds on Term Deposit	100,000.00	$119,153.82
Investments in other companies, market value as of September 30th, 1964		20,130.77
Mining Lands and Rights:		
Mining claims in Preissac Township, Quebec, held under Development License, acquired for the issue of shares equivalent to 175,000 shares of the presently constituted capital stock and $2,000.00;		$702,000.00
Unpatented mining claims in Reid Township, Ontario acquired for the issue of shares equivalent to 25,000 shares of the presently constituted capital stock and $10,000.00 cash.		30,000.00
		$732,000.00
Exploration rights (50% interest) in Coppell Township at cost.		5,000.00
Deferred charges	$173,700.24	
Development Expenses	2,566.23	
Administration Expense	3,930.49	180,196.96
		$1,056,481.55

-L I A B I L I T I E S-

Accounts Payable		7,500.00
Capital Stock		
Authorized, 5,000,000 shares withour par value.		
Issued 1,300,752 Shares	$496,252.00	
Contributed Surplus	$ 1,218,756.00	
Less Deficit	666,026.45	552,729.55
		$1,048,981.55
		$1,056,481.55

Approved on Behalf of the Board:

W. Keller .Director

C. R. Schultz .Director

TEXORE MINES LIMITED
SUITE 2019A - 44 KING STREET WEST
TORONTO 1, ONTARIO

HEAD OFFICE

TELEPHONE
366-9802

Source and Application of Funds From June 30th.

SOURCE OF FUNDS

Balance as of June 30th, 1964.	56,831.74	
Received from sale of Treasury Shares	90,003.00	
Interest on Term Deposits	100.60	$146,935.34

APPLICATION OF FUNDS

REID TOWNSHIP			
Engineers fees	2,335.00		
Telephone	113.70		
Travelling	253.50	2,702.20	
OXFORD LAKE			
Engineers fees	325.00		
Telephone	19.65		
General Supplies	289.71	634.36	
GEARY TOWNSHIP			
Egineers Fees	1,220.20		
Wages,Supplies & Helicop.	7,603.13		
Workmen's Compensation	117.50	8,940.83	
PREISSAC TOWNSHIP			
Development License		155.00	
COPPELL TOWNSHIP			
Interest in mining claims		5,000.00	
Other Property Examinations		539.15	17,971.54
ADMINISTRATION EXPENSE			
Corporation Taxes		79.05	
Listing Fees & Expenses;Toronto Exchange		2,012.88	
Listing Fees & Expenses;Canadian Exchange		260.10	
Listing Fees & Expenses;Vancouver Exchange		1,320.50	
New Stock Certificates		454.47	
Cost of re:organizing Company		995.65	
Office Stationery,Rent & Services		815.35	
Transfer Fees		2,119.21	
Telephone		166.15	
Travelling Expense		834.90	
Audit Fees		350.00	
Reports to Shareholders		401.72	9,809.98
CASH on term deposit			100,000.00
CASH onnHand			19,153.82
			$146,935.34

APPROVED on behalf of the Board

.....Director

.....Director

ENGINEER'S REPORT

H. A. PEARSON, B.A., P.Eng.

412 Glengarry Avenue

Toronto 12, Ont.

December 21, 1964

Lucky Strike Explorations Limited,
Suite 404,
510 West Hastings Street,
Vancouver, B.C.

Gentlemen:

This report is a preliminary evaluation of a mineral exploration programme on your copper prospect in Lorne Township, Sudbury Mining Division, Ontario. The writer visited and made a geological examination of this property on December 8, 1964.

PROPERTY:

The property has an area of 507.9 acres, comprising the following areas;

a) Parcel No. 9690 (150.01 acres) lot 5, Concession V
b) Parcel No. 9686 (122.5 acres) lot 6, Concession V
c) Parcel No. 9687 (11.3 acres) lot 6, Concession V
d) Parcel No. 9783 (69.1 acres) lot 6, Concession IV
e) N W 1/4 lot 6, Concession IV (75 acres)
f) Unpatented claims S 126029 - S 126030, lots 6 and 7, Concession IV and V (80 acres).

LOCATION AND ACCESS:

The property is located in the north - central section of Lorne Township, Ontario, approximately 25 miles south - west of Sudbury.

It is accessible from Sudbury via Highway No. 17 and township road.

GEOLOGY:

The property is underlain by quartzite, considered to be of Huronian or pre-Huronian age. There is a high degree of probability that this is Mississaga quartzite. It varies from a light coloured highly siliceous phase to a pink, somewhat arkosic rock. The quartzite is highly fractured; and in some areas brecciated.

In the vicinity of the copper showings which are in the south-east corner of lot 6, Concession V, the quartzite is intruded by a north-easterly trending, post - Huronian gabbro dike. This dike, 15 - 20 feet in width, transects the copper showings.

There is a strong evidence of a north-east - south-west trending fault. (slickensided scarp) following the depression between the two sections of Beaver Lake.

It is highly probable that the faulting and the dike were important factors in producing the fracture systems localizing the copper mineralization, which is principally chalcopyrite, in part associated with pyrite concentrations.

The formational strike of the quartzite on the property varies from N 30°E to N 50°E, with dips ranging from vertical to 75° north-west. The showings lie along the north-west flank of an anticlinal structure which trends N 55°E. Rock exposure on the property is approximately 15 - 20%.

Lorne Township is located at the west end of the Sudbury basin; and the property is 6 miles south-west of Victoria Mines; 3 miles south of Worthington. Nickel bearing offsets in Drury Township, adjoining to the north, extend to within two miles of this property. Further nickel deposits occur in Nairn Township, adjoining to the west. A zinc property is situated in the south-west corner of Lorne Township. Several copper deposits, similar to that in Lorne Township have been located in the Mississagi quartzites west of the Sudbury Basin.

Upper Canada Mines diamond drilled a copper body in the Mississagi quartzites of Baldwin Township to outline a deposit of 600,000 tons, grading approximately 1.8% copper.

There are no pronounced magnetic profiles in this area, although the Ontario Department of Mines' Aeromagnetic map of Lorne Township indicates a weak magnetic low in the general vicinity of the showings.

DESCRIPTION OF THE SHOWINGS:

The two copper deposits examined by the writer were located on Parcel No. 9686 in the south-east corner of lot 6, Concession V. To distinguish them, they will be referred to - (a) The West Deposit and (b) The East Deposit.

(a) The West Deposit

This copper occurrence is located on the south-east shore of the west half of Beaver Lake. It consists of a shear (within the quartzites) striking N 50° - 55°E and dipping vertically. It has a maximum exposed width of 18 feet; and shows intense shearing over a three to four foot width. Chalcopyrite is well distributed across the full shear width. The shear is bounded on the west side by the waters of the lake. Its full width is unknown.

(b) The East Deposit

This copper occurrence, approximately 400 yards south-east of the west deposit, is located on top of a hill about 100 yards east of the township road to the Piispanen farm. A pit was blasted, approximately 40 years ago, on the hillside at the south extremity of the exposure of this "break". In the early fall, 1964, five rock trenches, varying in length from 6 to 30 feet were blasted to pick up the north east extension of the copper mineralization in the old pit. All five trenches picked up good chalcopyrite mineralization.

This work showed the "break" to have a trend of N 30°E; and to dip 80°W to vertical. The maximum width of mineralization exposed is 28 feet; and the zone was outlined along a strike length of 450 feet with the zone open at both north and south ends; but covered by overburden.

At the north end of the "break", the east flank of the copper mineralization has been exposed; but in no place is the west flank visible, so that the full width of this zone is unknown.

The chalcopyrite appears to be concentrated along fractures within the mineralized area; and the sections between these fractures are frequently only sparsely mineralized. However, the fracture zones are frequently several feet in width and heavily mineralized with chalcopyrite.

A thorough sampling job of the trenches was rendered impossible by snow and ice conditions. However, Trench 11 (see accompanying plan) was cleaned out and channel sampled with the following results:

Sample No.	Width	Gold Ozs./Ton	Copper %
1	2'	0.01	0.82
2	6'	0.01	1.24
3	1.5'	TR.	0.10
4	3'	0.02	4.62

CONCLUSIONS AND RECOMMENDATIONS:

Since no previous diamond drilling has been done on this property and extensions laterally and along strike are largely undetermined on both deposits, there is a possibility of outlining mineralized zones of considerable extent in both instances.

Electromagnetic methods should be employed to ascertain the extent of any conductors associated with these zones.

Both zones lend themselves readily to development by diamond drilling; and, in addition, the East deposit could be further exposed by bulldozer.

It is recommended therefore, that the West deposit be probed by a diamond drill hole bored north-west to south-east, from the surface of the lake.

It is recommended, further, that the East Deposit be investigated by a series of diamond drill holes, spaced to 100 feet intervals, to determine its grade and its extent laterally, at depth, and along strike.

Respectfully submitted,

H. A. Pearson, P.Eng.

REGISTERED PROFESSIONAL ENGINEER H. A. PEARSON PROVINCE OF ONTARIO

C E R T I F I C A T E

I, Harry Alexander Pearson, of the City of Toronto, Ontario do hereby declare:

1. That I am a Consulting Engineer and reside at 412 Glengarry Avenue, Toronto.

2. That I am a graduate of the University of Toronto (1939) and have been practicing my profession as a geologist for 22 years.

3. That I am registered as a Professional Engineer in the Province of Ontario and Manitoba.

4. That I have no interest directly or indirectly in the properties or securities of Lucky Strike Explorations Limited.

5. That I am a Consulting Geologist for Lucky Strike Explorations Limited and that this report is based on my personal examination of the geology of the property discussed and on published geological maps and reports.

6. That I have no interest directly or indirectly in the properties or securities of Texore Mines Limited.

ADDENDUM

The initial phase of diamond drilling would amount to some 2000 feet and the estimated cost of this and related work would be in the vicinity of $15,000.00.

DATED at Toronto, Ontario
this 21st day of December, 1964.

H. A. Pearson, P.Eng.

REGISTERED PROFESSIONAL ENGINEER H. A. PEARSON PROVINCE OF ONTARIO

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" on pages 2 and 3.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Schedule "A" attached so far as the Company is aware sets forth the recipients of the considerations payable in connection with the Company's agreement with Lucky Strike Explorations Limited. It is understood that Michael Clarke will receive a greater than 5% interest in the considerations accruing to G. K. Monteith and Gordon Leliever. The only person having a greater than 5% interest in Lucky Strike Explorations Limited is Morris Black, Balfour Beach, Keswick, Ontario.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Certificates representing 22,500 shares of the Company are held in escrow subject to release only on the consent of the Toronto and Canadian Stock Exchanges.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The shares in item 13 are owned by Richmond Grubstake Syndicate, 38 King Street West, Toronto, Ontario. It is understood that the only person having a greater than 5% interest in Richmond Grubstake Syndicate is J. P. Sheridan of the same address.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Davidson & Company, 25 Adelaide Street West, Toronto, Ontario. 346,200 Ruth Wade, 303-845 West Pender Street, Vancouver, B. C. 186,125 J. P. Cannon & Co Limited, 372 Bay Street, Toronto, Ontario. 58,650 Doherty Roadhouse & McQuaig Bros., 335 Bay Street, Toronto, Ontario. 39,125 Davico, 572 Howe Street, Vancouver, B. C. 34,500 The Company is not aware of the beneficial ownership of the above shares.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that management on a solicitation of proxies may be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Company: — Cost: — Market: 25,000 shares Oceanic Films & Enterprises Ltd. — $ 25,000.00 — nil 17,100 shares Lingside Copper Mines Ltd. — 1,034.00 — $ 684.00 83,500 (escrowed) shares Mills Red Lake Mines Ltd. — nil 21,100 free shares Mills Red Lake Mines Ltd. — nil — nil 60,700 shares Lake Lingman Gold Mining Co.Ltd. — 5,476.08 — 4,856.00 29,737 shares Manoka Mining & Smelting Co.Ltd. — 13,683.60 — 4,460.00
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares purchased as referred to in item 6 will be in the course of primary distribution. The Company and the Underwriter referred to in item 6 have undertaken that there will be no primary distribution of shares of the Company in the Province of Quebec.

DATED December 22nd, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

TEXORE MINES LIMITED — CORPORATE SEAL

"W.R. Salter" By: _____ Vice-President

"C.R. Shultz" _____ Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON & COMPANY

"J.C. Labbett" By: _____